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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION and PACIFIC GAS AND  
ELECTRIC COMPANY,

Debtors,

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No.  
19-30088 (DM)*

Case No. 19-30088 (DM)

Chapter 11

**OBJECTION OF CN UTILITY  
CONSULTING, INC., CUPERTINO  
ELECTRIC, INC., WRIGHT TREE  
SERVICE, INC., AND WRIGHT TREE  
SERVICE OF THE WEST, INC. TO  
CHAPTER 11 PLAN OF  
REORGANIZATION AND JOINDER TO  
THE OBJECTION OF THE OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS TO PLAN CONFIRMATION**

Date: March 10, 2020  
Time: 10:00 a.m. (PST)  
Place: Courtroom 17  
450 Golden Gate Avenue, 16th Floor  
San Francisco, CA 94102

**I. INTRODUCTION**

CN Utility Consulting, Inc. (“CNUC”), Cupertino Electric, Inc. (“CEI”), Wright Tree Service, Inc. (“WTS”), and Wright Tree Service of the West, Inc. (“WTSW”) hereby file this Objection to the the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated March 16, 2020* [Dkt. No. 6320] (the “**Plan**”). The Plan asserts that the rights of general unsecured claimholders,

1 including the rights of the Debtors' contractors and vendors, are unimpaired. Unfortunately, various  
2 provisions of the Plan, including its injunction and release provisions, appear to adversely alter the  
3 rights of these creditors. The terms of the Plan suggest that the Debtors intend to assign claims against  
4 their vendors and contractors to the Fire Victim Trust while at the same time depriving their vendors  
5 and contractors from the ability to assert their rights and defenses that they would otherwise be able  
6 to assert in response to such claims. If the Plan is not modified, the rights of vendors and contractors  
7 will be seriously impaired. CNUC, CEI, WTS, and WTSW (collectively the "**Objecting Parties**") are  
8 contractors the Debtors relied upon to perform important services. The Objecting Parties hereby join  
9 in the Objection of the Official Committee of Unsecured Creditors (the "**UCC**") to Plan Confirmation.  
10 The Objecting Parties ask that the Court deny confirmation of the Plan unless the Plan is modified to  
11 expressly provide that all legal, equitable, and contractual rights of the Debtors' vendors and  
12 contractors, including the Objecting Parties, remain unaltered and that the Debtors' claims that are  
13 being assigned to the Fire Victim Trust are being assigned subject to all rights and defenses of such  
14 vendors and contractors.

## 15 **II. OBJECTION**

### 16 **A. The Plan Impairs the Rights of the Debtors' Contractors and Vendors**

17 The Plan provides that General Unsecured Claims in Class 4A and Class 4B are unimpaired  
18 and therefore are deemed to have accepted the Plan. The Bankruptcy Code provides, in Section  
19 1124(1), that classes of claims are "impaired" unless the chapter 11 plan "leaves unaltered the legal,  
20 equitable, and contractual rights to which such claim . . . entitles the holder of such claim or interest."  
21 In enacting Section 1124, Congress defined impairment in the "broadest possible terms." *In re L & J*  
22 *Anaheim Assocs.*, 995 F.2d 940, 942-43 (9th Cir. 1993) (quoting *In re Madison Hotel Assocs.*, 749  
23 F.2d 410, 418 (7th Cir. 1984)). Accordingly, "any alternation of the rights constitutes impairment even  
24 if the value of the rights is enhanced." *Id.* (quoting *In re Acequia*, 787 F.2d 1352, 1363 (9th Cir. 1986)).

25 The Plan improperly identifies general unsecured claimholders as unimpaired because the Plan  
26 provisions significantly alter the rights of the Debtors' vendors and contractors in several important  
27 ways. The Plan either needs to treat general unsecured creditors as impaired or language should be  
28

1 added to the Plan to clarify that the rights of the Debtors' contractors remain unaltered by the terms of  
2 the Plan.

3 *First*, the Plan provides, with limited exceptions, for the assumption of executory contracts not  
4 specifically designated by the Debtors for rejection. *See* Plan, § 8.1. The Plan, in Section 8.1(c),  
5 provides that each executory contract assumed pursuant to the Plan "shall vest in, and be fully  
6 enforceable by, the applicable Reorganized Debtor in accordance with its terms, "except as modified  
7 by the provisions of this Plan . . . ." Separately, Section 8.2(e) of the Plan states that assumption "shall  
8 result in the full release and satisfaction of any Claims and Causes of Action against any Debtor or  
9 defaults by any Debtor arising under any assumed executory contract" prior to assumption. The  
10 Debtors could argue that, according to this language, contract counterparties' claims and defenses,  
11 including the defenses of setoff and recoupment, related to assumed contracts are released under the  
12 terms of the Plan. Separately, the Schedule of Assigned Contracts, in Paragraph 13, purports to strip  
13 the Debtors' contract counterparties of their indemnification rights under assumed executory contracts.  
14 It provides that the assumption of executory contracts "shall result in the full release and satisfaction  
15 of any and all contingent pre-petition indemnification obligations arising under the terms of any such  
16 agreements . . ." *See* Dkt. No. 7037 at p. 18.

17 An executory contract must be assumed or rejected in its entirety. *See e.g., In re MF Global*  
18 *Holdings Ltd.*, 466 B.R. 239, 241 (Bankr. S.D.N.Y. 2012) ("the trustee must either assume the entire  
19 contract cum onere, or reject the entire contract, shedding obligations as well as benefits."); *In re*  
20 *Dewey Ranch Hockey, LLC*, 406 B.R. 30 (Bankr. D. Ariz. 2009) ("It is basic bankruptcy law regarding  
21 the assumption and assignment of executory contracts that the assuming party can not assume only  
22 the benefits of a contract; rather assumption is the entire agreement, benefits and burdens."). The  
23 Debtors' proposed alteration of their contract counterparties' rights is not authorized by Section 365  
24 of the Bankruptcy Code and plainly constitutes "impairment" under Section 1124. To address this  
25 concern, the Plan should be modified to provide that, notwithstanding any provisions of the Plan or  
26 the Plan Supplement, the assumption of executory contracts does not eliminate any of the rights of the  
27 Debtors' contract counterparties.

1           **Second**, pursuant to the Plan, all Assigned Rights and Causes of Action are assigned to the  
2 Fire Victim Trust. Assigned Rights and Causes of Action, defined in Section 1.8 of the Plan, include  
3 any claims that the Debtors hold against their contractors related to the Fires. *See* Plan, § 1.8 (defining  
4 “Assigned Rights and Causes of Action” as including claims relating directly or indirectly to the Fires,  
5 and including claims that the Debtors “may have against vendors, suppliers, third party contractors  
6 and consultants . . . .”). While the Plan is not entirely clear, numerous provisions in the Plan suggest  
7 that the Debtors’ vendors and contractors may be unable to assert their rights and defenses in litigation  
8 commenced by the Fire Victim Trust against them even though the rights of the Debtors’ contractors  
9 are supposedly unimpaired under the terms of the Plan. For example:

- 10           • Section 10.3 of the Plan, its general release and discharge provision, provides that each  
11 holder of a Claim waive, release and discharge the Debtors “of and from any and all  
12 Claims, Interests, rights, and liabilities that arose prior to the Effective Date.”
- 13           • Section 10.6 of the Plan prohibits all persons “who have held, hold, or may hold Claims  
14 or Interests” from “commencing . . . directly or indirectly, any suit, action, or other  
15 proceeding of any kind . . . against or affecting, directly or indirectly, a Debtor, a  
16 Reorganized Debtor, or an estate or the property of any of the foregoing, or any direct  
17 or indirect transferee of any property of, or direct or indirect successor in interest to,  
18 any of the foregoing Persons mentioned in this subsection . . . .”
- 19           • The channeling injunction of Plan, in Section 10.7 of the Plan, prevents the assertion  
20 “of any setoff, right of subrogation, indemnity, contribution, or recoupment of any kind,  
21 whether directly or indirectly, against any obligation due to any Reorganized Debtor or  
22 against the property of any Reorganized Debtor with respect to any ‘Fire Claim.’”

23 In addition to the foregoing Sections of the Plan, the definitions of “Fire Claim” and “Fire Victim  
24 Claim” under the Plan are very broad and apply to any Claim against the Debtors in any way arising  
25 out of the Fires . . . .” *See* Plan, § 1.78. This language could be interpreted to apply to contractors’ tort,  
26 contractual, and statutory claims, and theoretically could be used to prevent the contractors from  
27 bringing any defensive claims if sued by the Fire Victim Trust.

28           The Plan should be modified to include clarifying language providing that *notwithstanding  
anything to the contrary in the Plan, the Assigned Rights and Causes of Action shall be transferred to  
the Fire Victim Trust subject to any and all rights and defenses, including but not limited to the rights  
of the Debtors’ vendors and contractors to assert rights of contribution, indemnity, setoff, and*

1 *recoupment. Language should also be added to the Plan providing that notwithstanding anything to*  
2 *the contrary in the Plan, the rights of the Debtors' vendors and contractors, including the right to*  
3 *assert any and all defenses, including common law, statutory, or contractual rights of contribution or*  
4 *indemnity against the Debtors, remain unaltered and may be asserted in response to any action*  
5 *brought by the Fire Victim Trust or any third party claimants.*<sup>1</sup>

### 6 **III. CONCLUSION**

7 As drafted, the Plan will significantly impair the rights of the Debtors' vendors and contractors,  
8 including their rights to defend against claims brought by the Fire Victim Trust. This is despite the  
9 fact that they have been designated by the Debtors as "unimpaired" and are deemed to have accepted  
10 the Plan. The Plan must be modified as set forth herein so that the legal, equitable, and contractual  
11 rights of the Debtors' vendors and contractors, who have been unable to vote on the Plan, remain  
12 unaltered.

13  
14 MICHAEL B. LUBIC  
15 MATTHEW G. BALL  
16 K&L GATES LLP

17 Dated: May 15, 2020

By: /s/ Michael B. Lubic  
Michael B. Lubic

18  
19 *Attorneys for CN Utility Consulting, Inc.,*  
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21 *Inc., and Wright Tree Service of the West, Inc.*

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26  
27 <sup>1</sup> Although the Fire Victim Claims are channeled to the Fire Victim Trust, the Plan is silent on the  
28 issue of what happens when a third-party victim of a Fire (but not the Trust) sues a contractor directly.

1 **CERTIFICATE OF SERVICE**

2 I am employed in the county of Los Angeles, State of California. I am over the age of 18 and  
3 not a party to the within action; my business address is K&L GATES LLP, 10100 Santa Monica  
4 Boulevard, 8th Floor, Los Angeles, California 90067.

5 On May 15, 2020, I served the document described as:

6 **OBJECTION OF CN UTILITY CONSULTING, INC., CUPERTINO ELECTRIC, INC.,  
7 WRIGHT TREE SERVICE, INC., AND WRIGHT TREE SERVICE OF THE WEST, INC.  
8 TO CHAPTER 11 PLAN OF REORGANIZATION AND JOINDER TO THE OBJECTION  
9 OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PLAN  
10 CONFIRMATION**

11 ☒ **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**  
12 The foregoing document will be served by the court via NEF and hyperlink to the document.  
13 On May 15, 2020, I checked the CM/ECF docket for this bankruptcy case and determined  
14 that the following persons are on the Electronic Mail Notice List to receive NEF transmission  
15 at the email addresses stated on the next pages.

16 **See attached Electronic Mail Notice List**

17 ☒ **BY EMAIL (COURTESY COPY):** by transmitting a true copy of the foregoing document  
18 to the following e-mail addresses stated in Exhibit A:

19 I declare under penalty of perjury under the laws of the United States of America that the  
20 foregoing is true and correct.

21 Executed on May 15, 2020, at Los Angeles, California.

22 /s/ Jonathan Randolph  
23 Jonathan Randolph

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